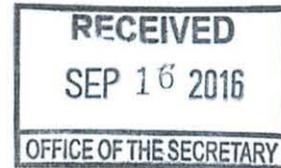


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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



In the Matter of

BIOELECTRONICS CORPORATION,
IBEX, LLC,
ST. JOHN'S, LLC,
ANDREW J. WHELAN,
KELLY A. WHELAN, AND
ROBERT P. BEDWELL,

Respondents.

File No. 3-17104

EXPERT REBUTTAL REPORT OF ROBERT HILLS – EVENTS STUDY

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Rebuttal Report to Mr. Sacks Initial Report

By

Robert Hills

In Mr. Sacks' report he indicated that a competent event study should have the following characteristics

1. The pre-period for estimating the expected daily returns should be longer than 60 days, preferably a year in length.
2. The model used to estimate these expected returns should take into account factors other than the market returns
3. The event window should be short, given that the market seems to react quickly to new information. He suggested one and/or two day windows.

In addition, he noted that there are times when the market will not react to negative (positive) FALSE information if the false information was expected. He went on to say that if this occurred (i.e., the market did not realize that the information was false and that this false information was expected) and there was a later curative disclosure, any reaction to the curative information would be an indication that the false information was material. In the case of BioElectronics Corporation, they restated the Bill and Hold transactions on May 16th, 2011.

I would like to make clear that my prior analyses followed the guidelines put forth by Mr. Sacks. Thus, they were based on at least a year's worth of prior data, used two different well-accepted models to estimate expected daily returns and used a variety of windows, from 1 day to 5 days. I also included an analysis comparing the cumulative abnormal returns (CARs) of event dates to within firm average cumulative abnormal returns (CAARs) from pre-period. Mr. Sacks also suggested that the correct event date for the release of the 2009 annual filing, which included the purported Bill and Hold transactions, should be April 1, 2010 since the time stamp for the 10-K is 4:03 PM. However, since the OTC market was still open on March 31, 2010 for an hour or more after the 10k was posted, I still maintain that the two-day window is most appropriate for that date. I have performed a single-day analysis with April 1, 2010 as the event date using the longer pre-period. In this analysis, I find that there is no significant market reaction even when April 1, 2010 is used as the event date for the release of the 2009 annual filing when using a single-day event window.

Finally, I want to report new results for the curative event that occurred on May 16th, 2011. I again used the same methodology described in my initial report (this time using the year 2010) as the pre-period for estimating the two daily return models and then tested to see if the market showed abnormal returns (either using a one or two-day window) for May 16th and May 17th. As was true with my prior analyses, I found no abnormal rates of return associated with these two dates. Thus, I still feel confident with my conclusion that the market did not react to the initial

Bill and Hold information that appeared in the 2009 annual report, nor did the market react to the restatement of revenues (and costs of goods sold) that appeared in the 2010 annual report. This leads me to continue to opine that the Bill and Hold information was not viewed to be material information, since the investors did not react to this information.

Robert Hills